

A94000000263

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From: Account Name : WHITE & CASE  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CTA PROPERTIES, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

166.25

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CFT PROPERTIES, LTD., a Florida entity, A94000000268

INTO

**CTA PROPERTIES, LTD., a Florida entity, A94000000263**

File date: June 21, 2000

Corporate Specialist: Shawn Logan

ARTICLES OF MERGER

OF

CFT PROPERTIES, LTD.

WITH AND INTO

CTA PROPERTIES, LTD.

06 JUN 21 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Section 620.203 of the Florida Revised Uniform Limited Partnership Act, the undersigned hereby certify that:

*A94-268*  
1. CFT Properties, Ltd., a Florida limited partnership ("CFT") shall be merged with and into CTA Properties, Ltd., a Florida limited partnership ("CTA"), and CTA shall be the surviving limited partnership (the "Merger"). *A94-263*

2. The Agreement and Plan of Merger dated as of June 19, 2000, pursuant to which the Merger was approved and a copy of which is attached hereto, was approved by each of CFT and CTA on June 19, 2000 in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

3. The Certificate of Limited Partnership of CTA as in effect on the Effective Date shall remain in effect and be the Certificate of Limited Partnership of the surviving limited partnership.

4. The written consent of CTA Properties, Inc., a Florida corporation, the general partner of the surviving limited partnership, has been obtained pursuant to Section 620.202(2).

5. The Merger shall become effective at 9:00 a.m. on the day that these Articles of Merger have been filed with the Secretary of the State of Florida (the "Effective Date").

FROM WHITE & CASE LLP

(TUE) 6.20'00 18:43/ST. 18:40/NO. 4862406368 P 3

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf  
of CFT and CTA by their respective authorized officers as of June 19, 2000.


CFT PROPERTIES, LTD., a Florida limited  
partnership

By: CFT Properties, Inc., a Florida corporation  
general partner

By:   
Thomas J. Crocker  
President

CTA PROPERTIES, LTD., a Florida limited  
partnership

By: CTA Properties, Inc., a Florida corporation  
general partner

By:   
Thomas J. Crocker  
President

**AGREEMENT AND PLAN OF MERGER**

**OF**

**CFT PROPERTIES, LTD.**

**WITH AND INTO**

**CTA PROPERTIES, LTD.**

This Agreement and Plan of Merger dated as of June 19, 2000, is made by and between CTA PROPERTIES, LTD., a limited partnership organized and existing under the laws of the State of Florida ("CTA, or the "Surviving Limited Partnership"), and CFT PROPERTIES, LTD., a limited partnership organized and existing under the laws of the State of Florida ("CFT").

**RECITALS**

Pursuant to this Agreement and Plan of Merger, CFT shall be merged with and into CTA (the "Merger") and, incident to the Merger, all of the outstanding partnership interests of CFT shall be converted into partnership interests of CTA and all of the outstanding partnership interests of CFT shall be canceled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding partnership interests of CFT into partnership interests of CTA, and such other terms and conditions as may be required or desired and permitted. All of the partners of CFT and CTA deem the Merger desirable and in the best interests of CFT and CTA, and have unanimously executed this Agreement and Plan of Merger.

**AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 7 below), in accordance with the provisions of this Agreement and Plan of Merger and Section 620.201 of the Florida Statutes, CFT shall be merged with and into CTA, which shall be the Surviving Limited Partnership, and the separate existence of CFT shall cease. CTA, as the Surviving Limited Partnership, shall possess and retain every interest in all assets and properties of every description and wherever located of CFT. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of CFT shall be vested in the Surviving Limited Partnership without further act. All obligations due CFT shall be vested in the Surviving Limited Partnership without further act. The Surviving Limited Partnership shall be liable for all of the obligations of CFT existing as of the Effective Date.

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2. The Certificate of Limited Partnership of CTA as in effect on the Effective Date shall remain in effect and be the Certificate of Limited Partnership of the Surviving Limited Partnership.

3. The Limited Partnership Agreement of CTA as in effect on the Effective Date (the "Limited Partnership Agreement") shall remain in effect and be the Limited Partnership Agreement of the Surviving Limited Partnership. All partners of CFT agree to be bound by all of the terms and provisions of the Limited Partnership Agreement.

4. On the Effective Date, by virtue of the Merger and without any further act, the general partnership interest in CFT held by CFT Properties, Inc., a Florida corporation, and the limited partnership interests in CFT held by Thomas J. Crocker and Richard S. Ackerman shall be canceled. Immediately prior to the Merger, all of the general and limited partnership interests of CFT are owned by the same entity or persons, in the same percentage ownership, as the partnership interests of CTA. As a result, the issuance of partnership interests in CTA to the partners in CFT would not have an economic ramification. Therefore, no partnership interests of CTA are being issued to the partners of CFT.

5. The name and business address of the general partner of the Surviving Limited Partnership is:

CTA Properties, Inc.  
433 Plaza Real, Suite 335  
Boca Raton, Florida 33432

6. Pursuant to Section 620.202 of the Florida Statutes, CTA Properties, Inc., hereby specifically consents to continuing to be a general partner in the Surviving Limited Partnership.

7. The Merger shall become effective at 9:00 a.m. on the date the Articles of Merger effectuating the Merger are filed with the Florida Secretary of State.

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FROM WHITE & CASE LLP

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IN WITNESS WHEREOF, all of the partners of the CFT and CTA have caused  
this Agreement and Plan of Merger to be signed

**PARTNERS OF CFT PROPERTIES, LTD.**

CFT PROPERTIES, INC., a Florida  
corporation, its general partner

By: 

Thomas J. Crocker  
President

  
Thomas J. Crocker, Limited Partner

  
Richard S. Ackerman, Limited Partner

**PARTNERS OF CTA PROPERTIES, LTD.**

CTA PROPERTIES, INC., a Florida  
corporation, its general partner

By: 

Thomas J. Crocker  
President

  
Thomas J. Crocker, Limited Partner

  
Richard S. Ackerman, Limited Partner

SECRETARY OF STATE  
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